

**Extended Objection Deadline: January 11, 2019 at 4:00 p.m. (Eastern Time)**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	<b>Chapter 11</b>
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	<b>Case No. 18-23538 (RDD)</b>
	:	
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
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**NOTICE OF EXTENDED OBJECTION DEADLINE WITH  
RESPECT TO THE DECEMBER 19, 2018 LEASE REJECTION NOTICE**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that, on October 15, 2018, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

**PLEASE TAKE FURTHER NOTICE** that, on November 16, 2018, the Bankruptcy Court entered an order authorizing the Debtors to establish certain procedures for the rejection of the Debtors’ unexpired non-residential real property leases and the abandonment of the Debtors’ personal property located at such leased premises (ECF No. 800) (the “**Rejection Procedures Order**” and the procedures approved therein, the “**Rejection Procedures**”). A free electronic copy of the Rejection Procedures Order and all pleadings filed in these chapter 11 cases, including the motion (ECF No. 24) that sought the relief granted in the Rejection Procedures Order, can found at <https://restructuring.primeclerk.com/sears> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE** that, on December 19, 2018, pursuant to the Rejection Procedures, the Debtors filed a *Notice of Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith* (ECF No. 1348) (the “**Rejection Notice**,” the leases identified therein, the “**Rejected Leases**” and each, a “**Rejected Lease**”).

**PLEASE TAKE FURTHER NOTICE** that in accordance with the Rejection Procedures, counterparties to the Rejected Leases had ten (10) calendar days from the date of filing and service of the Rejection Notice to interpose an objection to the Debtors’ proposed rejection of their respective Rejected Leases (the “**Initial Objection Deadline**”). On December 28, 2018, the Debtors inadvertently submitted to the Bankruptcy Court the proposed order approving the rejection of the Rejected Leases (the “**Initial Proposed Order**”) one (1) calendar day prior to the expiration of the Initial Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court entered the Initial Proposed Order on December 28, 2018 (ECF No. 1441) (the “**Initial Lease Rejection Order**”).

**PLEASE TAKE FURTHER NOTICE** that in light of the Debtors’ early submission of the Initial Proposed Order, the Debtors have requested that the Bankruptcy Court vacate the Initial Lease Rejection Order and the Debtors are providing the counterparties to the Rejected Leases identified on the schedule attached hereto as **Annex A** additional time to file a response or objection to the Rejection Notice (the “**Extended Objection Deadline**”). Any party wishing to object must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (the “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than **January 11, 2019 at 4:00 p.m. (Eastern Time)**: (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., Sunny Singh, Esq., and Jessica Liou, Esq.); (iii) the applicable counterparty to the Rejected Lease that is the subject of the Objection; (iv) the Office of the

United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); (v) counsel for the DIP ABL Agent, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York, 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.).

**PLEASE TAKE FURTHER NOTICE** that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Extended Objection Deadline a proposed order approving the rejection of the Rejected Leases effective as of the date of rejection (the “**Rejection Date**”) set forth therein (a “**Rejection Order**”), and the Bankruptcy Court may enter such order without a hearing.

**PLEASE TAKE FURTHER NOTICE** that the deadline to file a proof of claim to assert any damage claim arising from the rejection of a Rejected Lease shall be the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of the Rejection Order.

**PLEASE TAKE FURTHER NOTICE** that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the Rejection Date shall be the (i) Rejection Date proposed in the Rejection Notice; (ii) such other date to which the Debtors and the counterparty to the Objection have agreed; or (iii) such other date as determined by the Court. If an Objection is filed for fewer than all of the Rejected Leases included on the Rejection Notice, the Debtors may proceed with submitting a Rejection Order in accordance with the above procedures for the remaining Rejected Leases on the Rejection Notice.

Dated: January 7, 2019  
New York, New York

/s/ Jacqueline Marcus

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**Annex A**

**Rejected Leases**

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ESTIMATED REJECTION DATE	ABANDONED PERSONAL PROPERTY
69722	James J. Thompson Trust c/o Robert B. Williams, Trustee Milbank, Tweed, Hadley & McCloy LLP 28 Liberty Street, 54th Floor New York NY 10005	FQSR LLC 8900 Indian Creek Pkwy, Suite 100 Overland Park, KS 66210	Sears, Roebuck and Co.	1055 Route 1 South NORTH BRUNSWICK, NJ 08902	12/20/2018	N/A
67036	GE Goscha 11500 West 175th Street Olathe KS 66062	O'Reilly Auto Enterprises LLC 233 South Patterson Springfield, MO 65801	Sears, Roebuck and Co.	3407 W Northwest Hwy DALLAS, TX 75220	12/20/2018	N/A
67409	Mackey Investments Sears, LLC 2087 East 250 North Layton UT 84040	Halle Properties LLC 20225 North Scottsdale Road Scottsdale, AZ 85255	Sears, Roebuck and Co.	881 W Hillfield Rd LAYTON, UT 84041	12/20/2018	N/A
2371	Triple G. Ranch, LLC c/o Greenlee Investments, LLLP Attn: Stephen Greenlee 3555 Stanford Road, Suite 204 Fort Collins CO 80525		Sears, Roebuck and Co.	1400 Del Range Blvd Cheyenne, WY 82009	12/20/2018	IT equipment, shelving, and furniture located within the Property.
1072	Waterloo Center LLC c/o Namdar Realty Group, LLC 150 Great Neck Road Suite 304 Great Neck NY 11021	Richman Gordman Stores Inc 12100 West Center Road Omaha, NE 68144	Sears, Roebuck and Co.	2060 Crossroads Blvd Waterloo, IA 50702	12/20/2018	Commercial equipment located within the Property.
1334	South Hills Village Associates LP c/o Simon Property Group Attn: EVP, Corporate Real Estate Development 225 W. Washington Street Indianapolis IN 46204		Sears, Roebuck and Co.	300 S Hills Vlg South Hills, PA 15241	12/20/2018	N/A
1129	Tacoma Mall Partnership c/o Simon Property Group LP 225 West Washington Street Indianapolis IN 46204		Sears, Roebuck and Co.	4502 S Steele St Ste 100 Tacoma, WA 98409	12/20/2018	Furniture, commercial equipment, material handling equipment, fixtures, and shelving located within the Property.
24548	RIF III - Avenue Stanford , LLC 11620 Wilshire Blvd., Suite 1000, Los Angeles, CA 90025		Sears Home Improvement Products, Inc.	28159 Avenue Stanford, Unit 180, Santa Clarita, CA 91355	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24023	Duke Realty LTD Partnership 75 Remittance Dr, Suite 3205. Chicago, IL 60675-3205		Sears Home Improvement Products, Inc.	4713 Oak Fair Blvd, Tampa, FL 33610	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24509	Regent O'Hare, L.L.C.; c/o NAI Hiffman Asset Management, LLC, 921 Busse Road, Elk Grove Village, IL 60007; Attn: Amanda Moore		Sears Home Improvement Products, Inc.	1500 B Higgins Rd, Elk Grove Village, IL 60007	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24005	Arrowridge Acquisitions, LLC c/o Childress Klein, 301 S. College St., Suite 2800, Charlotte, NC 28202		Sears Home Improvement Products, Inc.	8301-A Arrowbridge Blvd, Charlotte, NC 28273	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24538	Galaxy Corporate Center, LLC 24700 Chagrin Blvd., Suite 303, Bechwood, Ohio 44122		Sears Home Improvement Products, Inc.	4829 Galaxy Pkwy, Unit E, Warrensville, OH 44128	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24517	Ridilla Delmont II 757 Lloyd Avenue, Latrobe, PA 15650		Sears Home Improvement Products, Inc.	1022 Corporate Ln, Export, PA 15632	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ESTIMATED REJECTION DATE	ABANDONED PERSONAL PROPERTY
24560	Milton Brazell P.O. Box 728, 598 Flowers Court, Edisto Island, SC 29438		Sears Home Improvement Products, Inc.	2110 Commerce Dr, Cayce, SC 29033	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24611	Linbar Business Center Associates, LLC Attn: Bert Mathews P.O. Box 22149, Nashville, TN 37202		Sears Home Improvement Products, Inc.	5010 Linbar Dr, Ste 125, Nashville, TN 37211	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.
24019	Terhaar & Cronley Property Company, Inc. Attn: Tony Terhaar 1401 East Belmont Street, Pensacola, FL 32501		Sears Home Improvement Products, Inc.	8792 Ely Rd, Unit B, Pensacola, FL 32514	12/31/2018	Furniture, commercial equipment, and shelving located within the Property.